1348080

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APPROVAL					
OMB Number:					
Expires:					
Estimated average burden					
hours per response					

SEC USE ONLY						
Prefix	Serial					
DATÉ I	RECEIVED					

UNIFORM LIMITED OFFERING EXEMI	PIION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Securities Purchase Agreement and Participation Agreement	
Filing Under (Check box(es) that apply):	506 SOUTH PROCESS
A. BASIC IDENTIFICATION DATA	OCT 0 1 3007 OCT 15 200
Enter the information requested about the issuer	2007 1 2007
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	THOMSON
DriveSol Worldwide Holding Corp.	VA CINIANICIAI
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5200 Town Center Circle, Suite 600, Boca Raton, Florida, 33486	561-394-0550
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Holding company	
Type of Business Organization	1 (DEX) BRILL INEN CRUIT INNO YEAR GOOD RURE OOK FOR
XX corporation	□ other (1 07079010
business trust limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization: 0 6 0 5	XX Actual
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation fo CN for Canada: FN for other foreign jurisdiction)	r State: DE
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation U.S.C. 77d(6).	ulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offe Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the after the date on which it is due, on the date it was mailed by United States registered or certified materials.	e address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.G.	C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	nanually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need onl changes thereto, the information requested in Part C, and any material changes from the information Appendix need not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) full ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the	

- ATTENTION-

are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

this notice and must be completed.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the followi	ng:			
 Each promoter of the is 	suer, if the issuer has	s been organized within the	past five years;		
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	s of equity securities of the
Each executive officer	and director of corpo	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
 Each general and mana 	ging partner of partn	ership issuers.			
Check Box(es) that Apply:	Promoter	XX Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Sun DriveSol World	wide, LLC				
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
5200 Town Center C	ircle, Suite 600,	Boca Raton, Florida,	33486		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	XX Executive Officer	XX Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Michael Gillen					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
5200 Town Center C	ircle, Suite 600,	Boca Raton, Florida,	33486		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	XX Executive Officer	XX Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Douglas Werking					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
5200 Town Center C	ircle, Suite 600,	Boca Raton, Florida,	33486		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	XX Executive Officer	XX Director	General and/or Managing Partner
Full Name (List name first, if	individual)				· · · · · ·
Michael J. McConve	ry				
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
5200 Town Center C	Circle, Suite 600,	Boca Raton, Florida,	33486		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	XX Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Gary Talarico					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
375 Park Avenue, Su	ite 1302, Ne <u>w Y</u>	ork, NY 10152			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	XX Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	•			
David Elechman					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			·
375 Park Avenue, Su	ite 1302, New Y	ork, NY 10152			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	XX Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Mark Simon					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
1104 West Maple Ro	oad, Troy, Michi	gan, 48084			

	A. BASIC IDENTIFICATION	ON DATA (Additional Form)								
2. Enter the information requested for the	following:										
 Each promoter of the issuer, if the issuer has been organized within the past five years; 											
 Each beneficial owner having the prissuer; 	ower to vote or dispose, or direct (the vote or disposition of, 10%	or more of a class	s of equity securities of the							
Each executive officer and director	of corporate issuers and of corpor	ate general and managing part	ners of partnership	issuers; and							
Each general and managing partner	of partnership issuers.										
Check Box(es) that Apply: Pron	noter Beneficial Owner	XX Executive Officer	☐ Director	General and/or Managing Partner							
Full Name (Last name first, if individual)	<u> </u>										
Nicholas P. Truyens											
Business or Residence Address (Number a	nd Street, City, State, Zip Code)										
1104 West Maple Road, Troy,	Michigan, 48084										
Check Box(es) that Apply:	noter Beneficial Owner	Executive Officer	Director	XX General and/or Managing Partner							
Full Name (Last name first, if individual)											
Sun Capital Partners III, LP											
Business or Residence Address (Number a	nd Street, City, State, Zip Code)										
5200 Town Center Circle, Suit	e 600, Boca Raton, Florida	, 33486									
Check Box(es) that Apply:	omoter Beneficial Owner	☐ Executive Officer	☐ Director	XX General and/or Managing Partner							
Full Name (Last name first, if individual)											
Sun Capital Partners III QP, L	P										
Business or Residence Address (Number a	nd Street, City, State, Zip Code)										
5200 Town Center Circle, Suit	e 600, Boca Raton, Florida	, 33486									
Check Box(es) that Apply: Pron	noter Beneficial Owner	Executive Officer	Director	XX General and/or Managing Partner							
Full Name (List name first, if individual)											
Sun Capital Partners IV, LP											
Business or Residence Address (Number a	nd Street, City, State, Zip Code)										
5200 Town Center Circle, Suit	e 600, Boca Raton, Florida	, 33486									
Check Box(es) that Apply:	noter Beneficial Owner	☐ Executive Officer	Director	XX General and/or Managing Partner							
Full Name (Last name first, if individual)											
Leder, Marc J.											
Business or Residence Address (Number a	nd Street, City, State, Zip Code)	· ·· -									
5200 Town Center Circle, Suit	e 600, Boca Raton, Florida	, 33486									
Check Box(es) that Apply: Pron	oter Beneficial Owner	Executive Officer	☐ Director	XX General and/or Managing Partner							
Full Name (Last name first, if individual)		-									
Krouse, Rodger R.				<u>, , , , , , , , , , , , , , , , , , , </u>							
Business or Residence Address (Number a	nd Street, City, State, Zip Code)										
5200 Town Center Circle, Suit	e 600, Boca Raton, Florida	, 33486									
Check Box(es) that Apply:	moter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner							
Full Name (Last name first, if individual)											
Business or Residence Address (Number a	nd Street, City, State, Zip Code)										

				В.	INFORMA	ATION AB	OUT OFFE	RING		1		
								,			Yes	No
1. Has	the issuer	sold, or do	es the issue	r intend to	sell, to nor	n-accredite	d investors	in this offe	ring?	••••		XX
			A	Answer also	in Appen	dix, Colum	n 2, if filin	g under UI	LOE.			
2 Wh:	at is the mi	nimum inv	estment the	ıt will be a	ecepted fro	m any indi	vidual?				\$3.750	
2. What is the minimum investment that will be accepted from any individual?												
										Yes	No	
3. Does the offering permit joint ownership of a single unit?										XX		
com offe and	mission or ring. If a p or with a s	mation requisimilar removersion to be tate or state ons of such	nuneration listed is a s, list the r	for solicita n associate name of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales dealer regis ive (5) pers	of securities stered with sons to be l	the SEC isted are		
Full Na No		ame first, i	f individua	ıl)								
Busine	ss or Resid	ence Addre	ess (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
		erson Liste										
			eck individ	lual States)			••••••	••••••		•••••••	All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[UI] [WV]	[OK] [WI]	[WY]	[PR]
	me (Last n	ame first, i										
Busine	ss or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)					·
Name o	of Associate	ed Broker o	or Dealer									
States i	n Which P	erson Liste	d Has Solid	rited or Into	ends to Sol	icit Purcha	sers					
											. 🗌 AI	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[[N]]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	le)					
Name o	of Associate	ed Broker o	or Dealer								•	· · · · · · · · · · · · · · · · · · ·
		erson Listed							<u> </u>	<u>.</u>	. [] AI	I States
												l States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] (KY]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[MT]	[NE]	[NV]	[NH]	[NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	(SC)	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold \$13,500,000 \$0 Debt \$1,500,000 \$0 Equity..... XX Common ☐ Preferred \$0 Convertible Securities (including warrants) \$0 Partnership Interests \$0 **\$**0 _)..... \$0 Other (Specify ____ \$0 \$0 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate **Dollar Amount** Number of Purchases Investors \$15,000,000 Accredited Investors. Non-accredited Investors..... N/A \$ N/A N/A Total (for filings under Rule 504 only)..... \$ N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A \$ Rule 504 Total......____ \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. □ \$0 Transfer Agent's Fees Printing and Engraving Costs.... \$0 \$0 Legal Fees Accounting Fees.... \$0 Engineering Fees. \$0 Sales Commission (specify finders' fees separately). Other Expenses (identify) \$0 □ \$0 Total.....

	C. OFFERING P	RICE, NUMBER OF INVESTORS, EXPENSES AN	D USE OF PROCEEDS	
b.	and total expenses furnished in respe	gregate offering price given in response to Part Conse to Part C – Question 4.a. This difference is the	ie "adjusted	\$15,000,000
5.	each of the purposes shown. If the accheck the box to the left of the estim	justed proceeds to the issuer used or proposed to be mount for any purpose is not known, furnish an estate. The total of the payments listed must equal the in response to Part C – Question 4.b above.	stimate and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees*		D <u>\$0</u>	□ <u>\$0</u>
	Purchase of real estate		🗆 <u>\$0</u>	□ <u>\$0</u>
	Purchase, rental or leasing and i	nstallation of machinery and equipment	🗀 💲	□ <u>\$0</u>
	Construction or leasing of plant	buildings and facilities	🗆 s o	□ <u>\$0</u>
	offering that may be used in exc pursuant to a merger) Repayment of indebtedness	(including the value of securities involved in this hange for the assets or securities of another issuer	<u>\$0</u>	X \$15,000,000 S0 \$0
	Other (specify):		🗖 <u>\$0</u>	<u>\$0</u>
				<u></u>
	Column Totals		□ <u>\$0</u>	X \$15,000,000
	Total Payments Listed (column t	otals added)	X <u>\$1</u> :	5,000,000
		D. FEDERAL SIGNATURE		
folk	owing signature constitutes an underta	be signed by the undersigned duly authorized persaking by the issuer to furnish to the U.S. Securitie hed by the issuer to any non-accredited investor p	s and Exchange Commissi	on, upon written
lssu	er (Print or Type) veSol Worldwide Holding Corp.	Signature Mulul Ma Converg	Date 09/28/	07
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Mic	hael J. McConvery	Vice President & Assistant Secretary		

----ATTENTION------

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
	262 presently subject to any of the disqualification provisions	
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertageneral (17 CFR 239.500) at such times.	akes to furnish to any state administrator of any state in which les as required by state law.	this notice is filed, a notice on
3. The undersigned issuer hereby under issuer to offerees.	takes to furnish to the state administrators, upon written requ	est, information furnished by the
Limited Offering Exemption (ULOE)	the issuer is familiar with the conditions that must be satisfied of the state in which this notice is filed and understands that tablishing that these conditions have been satisfied.	
The issuer has read this notification and undersigned duly authorized person.	knows the contents to be true and has duly caused this notice	to be signed on its behalf by the
Issuer (Print or Type)	Signature / //// D	Pate
DriveSol Worldwide Holding Corp.	Muhallyyomery	09/28/07
Name (Print or Type)	Title (Print or Type)	—— / ,
Michael J. McConvery	Vice President & Assistant Secretary	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	1 2 3 4 5										
	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted)		ification ate ULOE , attach ation of granted)		
				Number of Accredited							
State	Yes	No		Investors	Amount**	Non-Accredited Investors	Amount	Yes	No		
AL		⊠	*	0	0	0	0		⊠		
AK		⊠	*	0	0	0	0		⊠		
AZ		⊠	*	0	. 0	0	0		⊠		
AR		×	*	0	0	0	0		⊠		
CA		⊠	*	0	0	0	0		Ø		
со		⊠	*	0	0	0	0		⊠		
СТ		Ø	*	0	0	0	0		Ø		
DE		Ø	*	0	0	0	0		Ø		
DC		⊠	*	0	0	0	0		Ø		
FL	٥	☒	\$13,477,495.50 Debt \$1,497,499.50 Equity	3	\$14,974,995	0	0	а	×		
GA		⊠	*	0	0	0	0		Ø		
HI		\boxtimes	*	0	0	0	0		Ø		
ID		X	*	0	0	0	0		Ø		
IL		Ø	*	0	0	0	0		Ø		
IN		Ø	*	0	0	0	0		⊠		
IA		Ø	*	0	0	0	0		×		
KS		×	*	0	0	0	0		Ø		
KY		Ø	*	0	0	0	0		Ø		
LA		⋈	*	0	0	0	0		⊠		
ME		Ø	*	0	0	0	0		⋈		
MD		Ø	*	0	0	0	0		Ø		
MA		Ø	*	0	0	0	0		Ø		
МІ		Ø	*	0	0	0	0		Ø		
MN		⊠	*	0	0	0	0		Ø		
MS		⊠	*	0	0	0	0		Ø		
мо		⋈	*	0	0	0	0		⊠		
МТ		⊠	*	0	0	0	0		⊠		

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
				Number of Accredited		Number of Non-Accredited					
State NE	Yes	No 🗵	*	Investors 0	Amount**	Investors 0	Amount 0	Yes	No ⊠		
NV			*	0	0	0	0		⊠ ⊠		
							0		⊠ ⊠		
NH				0	0	0		 	 		
ŊJ		፟፟፟፟	*	0	0	0	0		⊠		
NM		Ø	*	0	0	0	0		ឪ		
NY		⊠	\$22,504.50 Debt \$2500.50 Equity	1	\$25,005	0	0		⊠		
NC		Ø	*	0	0	0	0		⊠		
ND		×	*	0	0	0	0		Ø		
ОН		Ø	*	0	0	0	0		Ø		
ОК		⊠	*	0	0	0	0	0	⊠		
OR		Ø	*	0	0	0	0		Ø		
PA		×	*	0	0	0	0		Ø		
RI		X	*	0	0	0	0		×		
sc		Ø	*	0	0	0	0		Ø		
SD		Ø	*	0	0	0	0		Ø		
TN		⊠	*	0	0	0	0		Ø		
TX		Ø	*	0	0	0	0		Ø		
UT		×	*	0	0	0	0		⊠		
VT		Ø	*	0	0	0	0		⊠		
VA		Ø	*	0	0	0	D		⊠		
WA		Ø	*	0	0	0	0		⊠		
wv		×	*	0	0	0	0		Ø		
WI		Ø	*	0	0	0	0		Ø		
WY		⋈	*	0	0	0	0		Ø		
PR		Ø	*	0	0	0	i)		Ø		

